

Sadusky Vincent L
Form 4
March 07, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sadusky Vincent L

2. Issuer Name **and** Ticker or Trading
Symbol
INTERNATIONAL GAME
TECHNOLOGY [IGT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O INTERNATIONAL GAME
TECHNOLOGY, 6355 S.
BUFFALO DRIVE

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

LAS VEGAS, NV 89113

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	03/05/2012		M	(A) or (D) A	1,667 (1) \$ 15.55	8,074	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and An Underlying Se (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0	03/05/2012		M	1,667 (1)	03/05/2012 ⁽²⁾ 03/05/2014	Common Stock
Restricted Stock Units	\$ 0 ⁽³⁾	03/05/2012		A	9,829	03/05/2013 ⁽⁴⁾ 03/05/2013 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sadusky Vincent L C/O INTERNATIONAL GAME TECHNOLOGY 6355 S. BUFFALO DRIVE LAS VEGAS, NV 89113	X

Signatures

Virginia Williams, Attorney-In-Fact for Vincent L.
Sadusky

03/07/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Acquisition of IGT common stock on vesting and disposition of IGT restricted stock unit award.

(2) The restricted stock units vest in three equal annual installments commencing on the earlier of the first anniversary of the award date or the date of the Issuer's annual meeting of stockholders.

(3) Each restricted stock unit represents a contingent right to receive one share of IGT common stock.

The restricted stock units will vest upon the first to occur of (a) the first anniversary of the date of grant of the award or (b) the day before
(4) the Issuer's annual meeting of stockholders that occurs in the first fiscal year after the fiscal year in which the date of grant occurs. Vested units will be paid in connection with the reporting person's separation from service or a change in control of IGT, whichever occurs first.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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